

HILLCREST MEDICAL PLAZA, LLC

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WARREN COUNTY
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Action of the Sole Member by
Written Consent

December 8 2011

The undersigned being Sole Member of Hillcrest Medical Plaza, LLC, a New Jersey limited liability company (the "Company"), in lieu of a special meeting, does hereby consent to the adoption of the following resolution by unanimous consent with effect from the date set forth above:

I.

APPOINTMENT OF INMED INVESTORS, LLC AS MANAGING MEMBER

WHEREAS, WH Memorial Parkway, LLC ("WHM") was the owner of fifty percent (50%) of the membership interests of the Company; and

WHEREAS, pursuant to Article 7.1 (b) of the Company's Operating Agreement WHM was appointed Manager of the Company for so long as WHM is a Member; and,

WHEREAS, on December 8, 2011, WH Memorial Parkway, LLC, assigned to the Company all of its right, title and interest in its membership interest in the Company (the "Assignment"); and

WHEREAS, as a result of the Assignment, Inmed Investors, LLC ("Inmed") is the sole remaining Member of the Company; and

WHEREAS, Article 7.1 (b) of the Company's Operating Agreement provides that in the event that neither WHM nor any other affiliate of Warren Hospital is a Member, that Inmed Investors, LLC ("Inmed") shall have the right to appoint the Manager; and

WHEREAS, the Inmed has determined that it is in the best interest of the Company to appoint Inmed as Manager of the Company;

NOW, THEREFORE, BE IT:

RESOLVED, that Inmed be and is hereby appointed Manager of the Company with the complete and unrestricted power and authority to manage the business, properties and activities of the Company in its sole and exclusive discretion in accordance with Article 7.1 (a) of the Company's Operating Agreement.



INMED INVESTORS, L.L.C
a New Jersey limited liability company

By: HZFPM, L.L.C, its Managing Member

By: Paul McArthur
Name: Paul McArthur
Title: Managing Member of HZFPM, LLC
its Managing Member

Subscribed and Sworn to me this
Day 8 of December, 2011

Michael J. Perrucci
Michael J. Perrucci, Esq.
Attorney-at-Law of the State of New Jersey